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September 14, 1999 EX PARTE OR LATE FILED

VIA HAND DELIVERY

Magalie Roman Salas, Esq.
Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

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SEP 14 1999

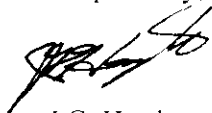
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: Request of Lockheed Martin Corporation and Warburg Pincus Equity Partners, L.P. for
Review of the Transfer of the Lockheed Martin Communications Industry Services
Business from Lockheed Martin Corporation to an Affiliate Warburg Pincus Equity
Partners, L.P.
CC Docket No. 92-237; NSD File No. 98-151
Notice of Written Ex Parte Communication

Dear Ms. Salas:

On Monday, September 14, 1999, I submitted the attached written ex parte presentation to Yog Varma of the Common Carrier Bureau, with copies provided to Blaise Scinto, Diane Harmon and Tejal Mehta of the Common Carrier Bureau. Pursuant to Section 1.1206 of the Commission's rules, an original and three copies of this letter and of the attachment are being submitted to the Secretary's office for the above-captioned dockets and copies of this letter are being provided to Mr. Varma, Ms. Scinto, Ms. Harmon and Ms. Mehta by the close of the next business day after the presentation.

Respectfully submitted,



J.G. Harrington
Counsel for Lockheed Martin Corporation

JGH/vll

cc (w/o attach.): Yog Varma
Blaise Scinto
Diane Harmon
Tejal Mehta

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September 13, 1999

VIA HAND DELIVERY AND FACSIMILE

Yog Varma
Deputy Chief, Common Carrier Bureau
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

Re: Request of Lockheed Martin Corporation and Warburg Pincus Equity Partners,
L.P. for Review of the Transfer of the Lockheed Martin Communications Industry
Services Business from Lockheed Martin Corporation to an Affiliate Warburg
Pincus Equity Partners, L.P.
CC Docket No. 92-237; NSD File No. 98-151
Written Ex Parte Communication

Dear Mr. Varma:

On behalf of Lockheed Martin Corporation ("Lockheed Martin"), I am transmitting herewith a draft code of conduct to govern the relationship between Lockheed Martin and the Communications Industry Services ("CIS") unit of Lockheed Martin IMS, which administers the North American Numbering Plan (the "NANP"). We are providing this draft for your convenience in preparing for the meeting we have scheduled for September 14.

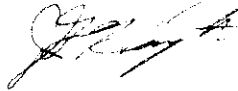
The draft code of conduct includes each of the elements that was discussed during our meeting on August 30. In addition, and in response to the staff's request that Lockheed Martin consider additional mechanisms for verifying compliance with the code of conduct, the company proposes to obtain monthly certifications from individuals who would be responsible for compliance with the code (that is, the senior employees of the CIS unit and the employees of COMSAT Government Systems, Inc.).

As we discussed on August 30, the code of conduct would apply during the period between consummation of the transactions proposed in Lockheed Martin's pending COMSAT-related applications and consummation of the proposed sale of the CIS unit, which is now pending before the Commission. As you know, Lockheed Martin has committed to maintaining neutrality so long as it continues to administer the NANP. Lockheed Martin's willingness to follow this code of conduct will provide the Commission and the industry with an additional level of assurance that the CIS unit will remain neutral during this interim period.

Yog Varma
September 13, 1999
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Pursuant to Section 1.1206 of the Commission's rules, four copies of this letter are being submitted to the Secretary's office for the above-captioned dockets by the close of business of the business day following this written *ex parte* presentation.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'J.G. Harrington', with a stylized flourish at the end.

J.G. Harrington
Counsel for Lockheed Martin Corporation

JGH/vll

Enclosure

cc: Diane Harmon
Blaise Scinto
Tejal Mehta

LOCKHEED MARTIN COMMUNICATIONS INDUSTRY SERVICES

Code of Conduct

1. CIS will never, directly or indirectly, show any preference or provide any special consideration to any company (including COMSAT Government Systems, Inc. ("CGSI") and any other company that is a subsidiary of Lockheed Martin Corporation (together with Lockheed Martin Corporation, a "Lockheed Martin Company")) that is a telecommunications service provider, which term as used herein shall have the meaning set forth in the Telecommunications Act of 1996.
2. No Lockheed Martin Company (other than Lockheed Martin IMS Corporation) or officer or director of a Lockheed Martin Company (other than officers and directors of Lockheed Martin IMS Corporation) will be given access by CIS to user data or proprietary information of the telecommunications service providers served by CIS.
3. The Lockheed Martin Companies will ensure that no user data or proprietary information from any telecommunications service provider (including CGSI and COMSAT Corporation ("COMSAT")) is disclosed to CIS (other than the sharing of data incident to the performance of NANPA and LNPA duties). [NOTE: At this time no such data is required to be shared in connection with the performance of NANPA and LNPA duties, and no such data sharing is anticipated to be required following the closing of the COMSAT transaction.]
4. Confidential information about CIS' business services and operations will not be shared with employees of any telecommunications service provider, including CGSI and COMSAT. To the extent any Lockheed Martin Companies have any proprietary knowledge or information about the operations of the CIS business they will not share it with CGSI and COMSAT and will guard that information as they would their own proprietary information.
5. No person employed by, or serving in the management of any Lockheed Martin Company (other than Lockheed Martin IMS Corporation) will be directly involved in the day-to-day operations of CIS. No employees of any company that is a telecommunications service provider, including CGSI and COMSAT, will be simultaneously employed (full-time or part-time) by CIS.
6. No member of the board of directors of Lockheed Martin IMS Corporation, no officer of Lockheed Martin IMS Corporation and no member of senior management of CIS will simultaneously serve on the board of directors of a telecommunications service provider, including CGSI and COMSAT.
7. No employee of CIS will hold any interest, financial or otherwise, in any company that would violate the neutrality requirements of the FCC or the NPAC Contractor Services Agreements.

8. No employees of CGSI will be given access to the facilities of CIS. Management of CIS will distribute to the CIS personnel who monitor access to its facilities a list that identifies each employee of CGSI with specific instructions to deny those individuals access to the CIS facilities.

9. At no time following the closing of the COMSAT transaction will COMSAT or any of its subsidiaries, including CGSI, be in the same line of management reporting as the CIS business.

10. All employees of CGSI and all senior management employees of the CIS business will be required to sign a document confirming that they have received a copy of this Code of Conduct and agreeing to conduct their business and affairs in a manner consistent with this Code of Conduct.

11. Lockheed Martin Corporation or CIS will advise the FCC promptly in the event either of them discovers a violation of this Code of Conduct.